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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 542
(B&B MACHINING & GRINDING)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and B&B Machining & Grinding ("B&B") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 542 (B&B Machining & Grinding) (the "Joint Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS B&B filed proof of claim number 542 against Delphi on November 14, 2005, which asserts an unsecured non-priority claim in the amount of \$996.00 (the "Claim") stemming from goods delivered prior to the Petition Date.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Untimely Claims, And (d) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"), which was filed on February 15, 2007.

WHEREAS on February 23, 2007, B&B's response to the Ninth Omnibus Claims Objection (the "Response") was received by counsel for the Debtors, but such Response was not, as of May 2, 2007, docketed in the Debtors' bankruptcy cases.

WHEREAS on May 3, 2007, to resolve the Ninth Omnibus Claims Objection with respect to the Claim, Delphi Medical Systems Colorado Corporation ("Delphi Medical"), and B&B entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, Delphi Medical acknowledges and agrees that the Claim shall be allowed against Delphi Medical in the amount of \$996.00.

WHEREAS, B&B acknowledges that it has been given the opportunity to consult with counsel before executing the Settlement Agreement and is executing such Settlement Agreement without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in the Settlement Agreement.

WHEREAS Delphi Medical is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and B&B stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$996.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Medical.

2. B&B's Response to the Ninth Omnibus Claims Objection is hereby resolved, and if the Response is ultimately docketed in the Debtors' bankruptcy cases, then B&B shall withdraw the Response.

So Ordered in New York, New York, this 10 day of May, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

John Wm. Butler, Jr.

John K. Lyons

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